

FREEDOM COURT REPORTING

Page 1

1 IN THE UNITED STATES DISTRICT COURT
2 FOR THE MIDDLE DISTRICT OF ALABAMA
3

4 CIVIL ACTION NO: 2:05-CV-1038-MEF
5

6 MAC EAST, LLC,
7 An Alabama Limited Liability
8 Corporation,

9 Plaintiff,
10 VS.

COPY

11 SHONEY'S INC.,
12 a Tennessee corporation,
13 Defendant.

14
15 DEPOSITION
16 OF
17 DONNA POWER
18

19 REPORTED BY: Kelly Jackson
20 Registered Professional
21 Reporter
22 and Notary Public
23

FREEDOM COURT REPORTING

Page 40

1 Q. But the name Joan Surles?

2 A. This morning because he said
3 she was going to be here.

4 Q. Item one says did not approve
5 sublease because MAC did not pay
6 requested amounts to Shoney's. Where
7 did you get that information?

8 A. That was the reason we didn't
9 approve it. We had said we would
10 approve it if they did that. That was
11 the first answer.

12 Q. Then somebody wrote I did not
13 make the --

14 A. Decision. The reason I didn't
15 make the decision, those were answers,
16 because I assumed you wouldn't be
17 satisfied with I didn't make the
18 decision. So I asked him for specifics.

19 Q. Item two is initial observation
20 of proposed tenant information was that
21 this was not a very strong candidate for
22 the property. That is what -- those are
23 the words or essentially what you heard

FREEDOM COURT REPORTING

Page 41

1 Mr. Stetson say over the telephone
2 yesterday?

3 A. Yes.

4 Q. Did he give you any specifics
5 as to what he meant by that, what, if
6 any, items and materials you had that
7 indicated that this was not a very
8 strong candidate for the property?

9 A. At some point he mentioned that
10 the financials with the limiter from the
11 CPA.

12 Q. Let's look at Exhibit 3. There
13 is some information from a certified
14 public accountant William Curtis?

15 A. I think it is like the
16 paragraph on the CPA's letter.

17 Q. I will read it into the record.
18 Management has elected to omit many of
19 the disclosures required by generally
20 accepted accounting principles including
21 the statement of cash flows. If the
22 omitted disclosures were included in the
23 financial statements, they might

FREEDOM COURT REPORTING

Page 46

1 there.

2 Q. Did you point that out to
3 Mr. Stetson when he made the decision
4 back when it was originally made?

5 A. I am sure I did.

6 Q. Then you wrote financials
7 included wording that management has
8 elected to omit something items of
9 disclosure?

10 A. Many.

11 Q. Many items of disclosure which
12 would be necessary to meet GAAP, general
13 accounting principles?

14 A. That is just what you read from
15 the CPA page.

16 Q. That is the paragraph I just
17 read?

18 A. Right.

19 Q. Who made that comment, that it
20 would not meet GAAP and wrote general
21 accepted accounting practices?

22 A. I just added those last few
23 words. He mentioned the first part. I

FREEDOM COURT REPORTING

Page 47

1 had the document in front of me
2 yesterday.

3 Q. You wrote sublessee not a legal
4 entity?

5 A. We did discuss that. The
6 sublessee -- at some point I guess after
7 the lawsuit, I am not sure when, because
8 I don't have dates on it, we were not
9 able to find them listed as an entity in
10 Alabama.

11 Q. Who are you talking about?

12 A. PAM Enterprises.

13 Q. PAM Enterprises, Inc., d/b/a
14 City Cafe Diner?

15 A. Yes.

16 Q. Who did that search?

17 A. This firm, I believe.

18 Q. Are there any other reasons
19 that you have heard from any source at
20 Shoney's, Inc. or Shoney's, L.L.C. for
21 its decision to require a payment in
22 exchange for its approval of the
23 subtenant?

FREEDOM COURT REPORTING

Page 71

1 to them or you just leave that to the
2 judgment of the broker and review it
3 when they come in?

4 A. We leave it to the judgment of
5 the broker.

6 Q. Have you rejected any potential
7 subtenants in the last year?

8 A. No.

9 Q. Do brokers generally provide
10 you the information you need to make a
11 decision like that?

12 A. Yes.

13 Q. What is the information they
14 normally provide you?

15 A. Financials, existing company's
16 experience.

17 Q. Is there anything about what
18 Joan Surles provided you that is
19 materially different than what you
20 normally would get when you are looking
21 at a potential subtenant?

22 A. Not other than what I have
23 already mentioned.

FREEDOM COURT REPORTING

Page 72

1 Q. Which is that qualification by
2 the accountant?

3 A. Yes.

4 Q. And only that?

5 A. That is the only thing I can
6 think of at the moment.

7 Q. Isn't it true that most of the
8 financial statements that you review
9 contain similar qualifications?

10 MR. NOLAN: Objection.

11 A. I don't review them since I am
12 not the decision maker.

13 Q. Would you be able to tell me
14 whether or not the paragraph you
15 referenced earlier appears in the
16 materials for tenants you have approved?

17 A. I have not -- I don't recall
18 ever seeing that.

19 Q. Are there any brokers in
20 Alabama that you have given the
21 authority to seek subtenants of any of
22 your property?

23 A. No. I don't have the authority

McCLINTON & COMPANY, INC.

May 9, 2005

VIA FEDERAL EXPRESS, PRIORITY

Ms. Donna Power
Shoney's Inc.
1727 Elm Hill Pike
Nashville, TN 37210-3707

RE: Assignment and Assumption of Lease
Shoney's #1270, 805 Eastern Bypass, Montgomery, Alabama.

Dear Donna:

In follow-up to our previous telephone conversations, we have been fortunate to find an excellent restaurant operator who is interested in leasing/subleasing the old Shoney's building #1270 in Montgomery, Alabama.

If you recall, on February 20, 2002, MAC East, LLC acquired, (as assignee to McClinton & Company, Inc.), Shoney's leasehold improvements under the Ground Lease dated April 13, 1971 by and between Wylie P. Johnson and wife, Lurene H. Johnson (the "Ground Lease") as evidenced by that certain Asset Sale Agreement dated September 28, 2001 between Shoney's, Inc. and McClinton & Company, Inc. (later assigned to MAC East, LLC); as well as Shoney's right, title and interest in the ground lease with the property owner, Wylie P. Johnson evidenced by that certain Assignment and Assumption of Lease Agreement dated February 20, 2002, and recorded with the Judge of Probate of Montgomery County, in Real Property Book 2374 Page 0612 (the "Assignment").

According to the Assignment, Shoney's retains certain rights and obligations under the Ground Lease. As we previously discussed, MAC-East, LLC is interested in subleasing under the Ground Lease, and leasing the building and improvements, to City Café Diner for use as a family restaurant. In this regard, MAC East, LLC is requesting Shoney's approval of the sublease under the Ground Lease, according to Section 19 of the Assignment which requires Shoney's written consent.

The proposed lease/sublease agreement provides that the agreement is subject to the terms and conditions of the original Ground Lease and Assignment. Tenant will be obligated to observe and perform all, and not violate any, of the covenants, agreements, and obligations under the Ground Lease and Assignment. The initial draft of the agreement is being submitted to the proposed tenant for their review, and we will be happy to forward a copy of the lease/sublease agreement to you when we have a draft near final form.

PLAINTIFF'S
EXHIBIT

COMMERCIAL REAL ESTATE

DEVELOPMENT

MANAGEMENT

BROKERAGE

2777 ZELDA ROAD

MONTGOMERY, AL 36106

4270-9653

334/270-9811

www.mcclelintonco.com

Ms. Donna Power
May 10, 2005
Page 2

To facilitate Shoney's review and approval of this transaction, I have enclosed the following for your review, which includes the financial statements received from the proposed tenant. Please advise should you need anything further in this regard.

1. A copy of the Guarantor's Statement of Assets, Liabilities and Net Worth dated October 31, 2004
2. Income Statements dated October 2004 for two similar operations owned by the same partners.
3. Example of menu to be offered
4. Copies of photographs for similar operations
5. A copy of the Assignment, including the Ground Lease as an exhibit.

We have been working on this deal for several months, and have finally been able to agree to a workable arrangement with the City Café Diner, subject to Shoney's approval. We would very much appreciate your prompt consideration of this request. If you have any questions or need any additional information in this regard, please feel free to call, or e-mail me at surlesj@mcclintonco.com.

Thanking you in advance for your consideration.

Sincerely,

McCLINTON & COMPANY, INC.



Joan Surles, CSM
Senior Vice President – Operations

Enclosures

cc: Matthew Coblenz
Letitia Henson
Jeff Blitz
Buddy McClinton
Andy Theodorakis (w/o enc)

Welcome To The



Diner RESTAURANT

"REAL HOME COOKING AT A REAL FAIR PRICE"

**OPEN 7 DAYS A WEEK
24 HOURS A DAY**

**4894 OLD NATIONAL HIGHWAY
COLLEGE PARK, GA. 30337**

TEL: (404) 763-3366 • FAX: (404) 766-8156

Nobody leaves
HUNGRY at
The City Cafe Diner



Fresh Garden Salads

All of our Salads are served with your Choice of Dressing:
RANCH, BLEU CHEESE, HONEY MUSTARD, FRENCH, THOUSAND ISLAND,
ITALIAN, OR 2 VINEGAR OR LITE ITALIAN

CAESAR SALAD \$6.95

Crisp Romaine Lettuce tossed
with our Creamy Caesar Dressing,
topped with Grated Parmesan Cheese
& Garlic Croutons

*with Chicken 9.95 • with Steak 10.95
with Shrimp 10.95*

GREEK SALAD \$7.95

Mixed Salad Greens topped with Cucumbers,
Tomatoes, Green Peppers, Onions, Feta Cheese,
Oregano and Oil & Vinegar

*with Chicken 9.95 • with Shrimp 10.95
with Steak 10.95 • with Gyro 9.95*

WORLD FAMOUS GRILLED SALAD

Mixed Salad Greens topped
with Tomatoes, Cucumbers, Onions,
Green Peppers & Mixed Cheese
& our Homemade Dressing

*with Chicken 9.95 • with Steak 10.95
with Shrimp 10.95*

CHEF SALAD \$9.95

A Bed of Fresh Mixed Greens topped
with Smoked Turkey, Ham, Cucumbers, Tomatoes and Onion

FRIED CHICKEN SALAD \$9.95

Chunks of Tender Breaded Chicken
on a Bed of Fresh Greens with Tomatoes, Onion,
Green Peppers, Cucumbers & Mixed Cheese

CHICKEN SALAD PLATTER \$7.95

Cold Chicken Salad served on a Bed of Lettuce
with Garnish

HOUSE SALAD \$6.95

Only the finest mix of Iceberg, Romaine
and Mixed Lettuce, Tomatoes, Onion, Cucumbers,
Real Bacon Bits and Shredded Cheese

NEW ORLEANS CHICKEN SALAD \$9.95

Blackened Chicken Breast on a Bed of
Tossed Greens with Tomato, Onion, Mushrooms,
Black Olives & Shredded Cheese
with Homemade Dressing

BOWL of SOUP & HOUSE SALAD

\$7.95

Substitute Caesar Salad Extra 1.25



Appetizers

SAMPLER PLATTER

Perfect for the person who can't decide! 4 Wings, 1 Queso Roll, 2 Poppers,
2 Cheese Stix and 2 Chicken Fingers

CHICKEN FINGERS (6)

served with Honey Mustard Dressing

CHEESE STIX (6)

Mozzarella packed stix fried Golden Brown,
served with Marinara Sauce

SPINACH CON QUESO DIP & CHIP ..

Artichoke Hearts & Cheeses (Served Hot!)

CITY CAFE'S FAMOUS CHEESE FRIES

Texas Fries smothered in Homemade Ranch Dressing,

topped with Monterey Jack & Cheddar Cheeses

Deluxe it with Bacon Bits

Add 1.00

JALAPEÑO POPPERS

Jalapeño Pepper halves filled with Cheddar Cheese (Mild)

covered with a Potato Breading

SANTA FE QUESADILLA ROLLS

Chicken, Monterey Jack Cheese, Onions, Rice, Cilantro, Chipotle and Seasonings

tightly rolled in a Flour Tortilla, served with Salsa and Sour Cream

FRIED POPCORN SHRIMP in a BASKET

7.95

FRIED CALAMARI with Marinara Sauce

7.95

DISCO FRIES with Gravy & Melted Cheddar Cheese

4.95

POTATO SKINS (5)

6.75

with Cheddar, Bacon Bits, Sour Cream & Chives

FRIED MUSHROOMS

6.95

SEAFOOD SNACK Fried Calamari, Fried Mushrooms,

Fried Clam Strips

9.95

Quesadillas

FLOUR TORTILLA STUFFED WITH A BLEND OF MONTEREY JACK & CHEDDAR CHEESES, GRILLED AND SERVED WITH JALAPEÑOS, TOMATOES, LETTUCE, SALSA AND SOUR CREAM

Cheese \$6.95 • Black Bean \$7.95 • Vegetable \$7.95

Grilled Chicken \$8.95 • Grilled Steak \$9.95

Grilled Shrimp \$9.95

City Cafe's "Gigantic" Nachos

YELLOW CORN TORTILLA CHIPS MADE DAILY

SERVED WITH OUR HOMEMADE SPICY SALSA

Salsa & Chips \$4.95 • Cheese Nachos \$6.95

Guacamole & Chips \$6.95 • Black Bean Nachos \$6.95

Deluxe Nachos \$9.95 • Chicken Nachos \$9.95



Soups & Chili

SOUP OF THE DAY

CUP \$2.50 • BOWL \$3.50

CHILI \$4.25

Side Orders

ENCH FRIES	2.85	BLACK BEANS	2.45
TEXAS FRIES	2.85	GRILLED MUSHROOMS	2.45
BAKED POTATO	2.85	GRILLED ONIONS	2.45
BLACK BEANS & RICE	2.45	GRILLED MUSHROOMS & ONIONS	3.25
RICE	2.25		

CAPPUCCINO \$3.50 • MOCHA CAPPUCCINO \$3.50 • ESPRESSO \$2.95

PHOTOS ARE FOR SUGGESTIONS ONLY - ACTUAL PLATTERS MAY APPEAR DIFFERENT.

Fajitas

Each sizzling with Fresh Flour Tortillas, Guacamole, Melted Cheese, Shredded Lettuce, Salsa & Sour Cream

Chicken \$9.95 • Steak \$10.95 • Shrimp \$10.95

COMBO FAJITAS

Chicken & Steak \$12.95 • Shrimp & Steak \$12.95

Shrimp & Chicken \$12.95 • Shrimp, Steak & Chicken \$13.95

City Cafe's CHICKEN WINGS

SERVED MILD, MEDIUM, HOT OR TERIYAKI

1/2 Dozen \$4.95 • Dozen \$6.95 • Dozen & 1/2 \$8.95

Double Fried Add \$1.00

Wings Fried, dipped in Wing Sauce then Fried again to lock in flavor



Tasty Sandwiches Deluxe

SERVED WITH COLE SLAW, PICKLE AND CHOICE OF TEXAS FRIES, FRENCH FRIES, HOME FRIES, POTATO SALAD, RICE OR BLACK BEANS

HOT PASTRAMI or CORNED BEEF on Rye

7.45

ROAST BEEF

7.45

with Lettuce & Tomato on a Roll

7.45

TURKEY

6.45

with Lettuce & Tomato on a Roll

6.45

GRILLED HAM & CHEESE

6.45

TUNA SALAD on a Roll

6.95

GRILLED VEGETABLES on a French Roll

5.45

BACON, LETTUCE & TOMATO on White Toast

6.45

CHICKEN SALAD on a Roll

6.45

Hot Italian Sandwiches

Served on a Roll

with Choice of French Fries or Texas Fries

Chicken Parmigiana \$8.95 • Eggplant Parmigiana \$7.95

Meatball Parmigiana \$7.95

Beverages

FREE REFILLS ON SOFT DRINKS, ICED TEA AND COFFEE

COFFEE, DECAF or TEA

1.75

HOT CHOCOLATE

1.95

MILK

1.85

CHOCOLATE MILK

1.95

SHAKES & MALTS \$3.65

Choice of Vanilla, Chocolate or Strawberry

(Malts made the same way with 1 oz of Pure Malt Powder Added \$3.95)

Signature Sandwiches**Chicken Sandwiches**

FRIED CHICKEN SANDWICH	8.95
Tender Breaded Chicken Breast smothered in Monterey Jack Cheese	
DIXIE CHICKEN SANDWICH	8.95
Plump Chicken Breast smothered with Sautéed Green Peppers & Onions, topped with Monterey Jack Cheese	
TEXAS CHICKEN SANDWICH	8.95
Grilled Chicken Breast smothered with our Smokey BBQ Sauce and Monterey Jack Cheese	
GRILLED CHICKEN TERIYAKI	8.95
GRILLED CHICKEN ITALIANO	8.95
with Mozzarella, Grilled Tomato & Onion and a Touch of Marinara	
CUBAN REUBEN	8.95
Chicken Breast with Cole Slaw & Russian Dressing on Grilled Rye Bread topped with Swiss Cheese	
GRILLED CHICKEN PHILADELPHIA	8.95
with Mushrooms, Onions, Melted American Cheese, Lettuce & Tomato	
CHICKEN MEXICANA	8.95
with Melted Cheddar Cheese, Jalapeno Peppers, Grilled Onions, Guacamole & Salsa	
REUBEN SANDWICH	8.95
Choice of Corned Beef or Pastrami with Melted Swiss Cheese & Sauerkraut on Rye Bread	
GREEK CHICKEN SANDWICH	8.95
Grilled Chicken Breast with Lettuce, Tomato & Onion, Topped with Feta Cheese & Traditional Vinaigrette	
CHICKEN CORDON BLEU	8.95
Grilled Chicken Breast topped with Ham & Swiss Cheese	

FRIED FILET OF FLOUNDER

Fresh Flounder Filet fried to a Golden Brown, served on a Roll
\$8.95

CLUB SANDWICH

Smoked Turkey and Ham served on Toasted Bread with Lettuce, Tomato and American Cheese

\$8.95

MONTE CRISTO

Grilled French Toast topped with Melted Swiss on Grilled Turkey & Ham served with Butter & Syrup
\$8.95

All Above Sandwiches Are Served with Your Choice of:

Texas Fries, French Fries, Home Fries, Potato Salad, Rice or Black Bean and Cole Slaw & Pickle

BLACKENING AVAILABLE FOR ALL SANDWICHES FOR 1.00 EXTRA

Hunker Down Ground Round

All Gourmet Burgers are 8 Ounces of Fresh Ground Steak

ALL BURGERS ARE SERVED DELUXE WITH COLE SLAW, PICKLE & CHOICE OF TEXAS FRIES, FRENCH FRIES, HOME FRIES, POTATO SALAD, RICE OR BLACK BEANS

FIX 'EM LIKE YOU WANT THEM!

JUNKER DOWN BURGER DELUXE	6.95
with Cheese (American, Monterey Jack or Cheddar)	7.95
with Sautéed Onions	7.95
with Sautéed Mushrooms	7.95
with Sautéed Onions & Mushrooms	8.45
with City Cafe's Chili	8.45

Blackening Available for all Burgers for \$1.00 extra

WE ARE REQUIRED TO COOK OUR BURGERS MEDIUM WELL TO WELL DONE



STIR FRY

City Cafe's Famous Baked Potatoes

SELECT IDAHO POTATOES STUFFED WITH YOUR CHOICE OF TOPPING

STIR FRIED VEGETABLES	4.65
HOUSE CHILI	4.65
MUSHROOMS & ONIONS	4.65

ADD BACON BITS, JACK OR CHEDDAR CHEESE FOR 1.00 EXTRA

Stir Fry

A HEALTHY BLEND OF BROCCOLI, CARROTS, SQUASH, ZUCCHINI, MUSHROOMS, ONIONS AND BELL PEPPERS SERVED OVER RICE

VEGETABLE STIR FRY	9.95
with Chicken	12.95
with Steak	13.95
with Shrimp	14.95

COMBO STIR-FRY Shrimp, Steak & Chicken 15.95

Greek Specialties**DOLMADIES**

Vine Leaves stuffed with Seasonings and Rice, served with Greek Salad \$7.95

SPINACH PIE

Feta Cheese and Chopped Spinach wrapped in Strudel Leaves, served with Greek Salad \$8.95

COMBINATION GREEK PLATTER

Chicken & Beef Gyro, Spinach Pie and Dolmades served with Open Greek Pita, French Fries and Greek Salad \$12.95

GREEK GYRO

with Lettuce, Tomato, Onion & Tzatziki Sauce on Pita Bread served with French Fries

\$7.95

and with Small Greek Salad \$9.95

New! CHICKEN GYRO

with Lettuce, Tomato, Onion & Tzatziki Sauce on Pita Bread served with French Fries

\$7.95

and with Small Greek Salad \$9.95

GREEK SOUVLAKI

(Beef or Chicken)

with Lettuce, Tomato, Onion & Tzatziki Sauce on Pita Bread served with French Fries

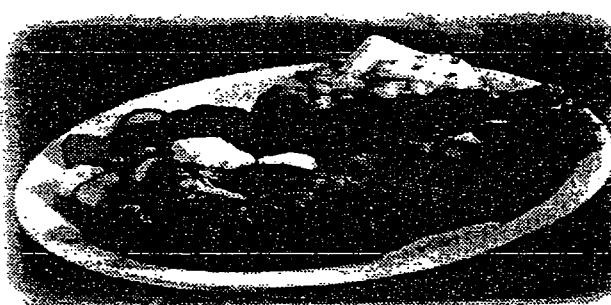
\$7.95

and with Small Greek Salad \$9.95

Dinners

SERVED WITH CHOICE OF SOUP OR TOSSED SALAD AND BREAD

LB. NEW YORK SIRLOIN with Grilled Mushrooms, served with Choice of Potato	17.95
HOPPED STEAK served with Choice of Potato	10.95
IOT OPEN TURKEY	11.95
IOT OPEN ROAST BEEF	12.95
HOUSE CHICKEN PLATTER	12.95
Pieces of Marinated Chicken Breast, served with Oven Brown Potatoes	
RED CHICKEN IN A BASKET with French Fries	10.95
CHICKEN PARMIGIANA served with Spaghetti Marinara	12.95
EGGPLANT PARMIGIANA served with Spaghetti Marinara	10.95
PAGHETTI with Tomato Sauce	8.95
with Meat Sauce 9.95 • with Meatballs (3) 10.95	



Juices**ASSORTED JUICES \$1.25**

Orange, Apple, Grapefruit, Cranberry or Pomegranate Juices

Cereals**COLD CEREAL \$1.25**

With Raisins or Sunflower Seeds

WE FEATURE AN ASSESSMENT OF DRY CEREALS AND MUESLI'S FOR SELECTION

City Cafe's Breakfast Specialties**No. 1****BROCCOLI, SPINACH or EGG WHITE OMELETTE**
(Low Cholesterol) Served with Home Fries or Grits and Toast**\$6.75****No. 2****Eggs Benedict**
on an English Muffin with Canadian Bacon & Hollandaise Sauce
Served with Home Fries or Grits**\$7.95****No. 3****GREEK OMELETTE**
with Feta Cheese, Tomato and Onions
Served with Home Fries or Grits and Toast**\$6.95****No. 4****COUNTRY GRIDDLE**
A Layer of Scrambled Eggs Topped with Sausage,
Home Fries, Mushrooms, Onions, Green Peppers,
Cheddar Cheese and Sausage Gravy, served with Toast**\$6.95****No. 5****COUNTRY-FRIED STEAK with Sausage Gravy
& Two Eggs (Any Style)**
A Down Home Favorite!**\$7.45****No. 6****GYRO OMELETTE**

Served with Home Fries or Grits and Toast

\$6.95**No. 7****PEASANT OMELETTE**

Broccoli, Tomato, Monterey Jack Cheese & Sour Cream

Served with Home Fries or Grits and Toast

\$7.95**No. 8****HOBON BANQUET**

We Created This One!

A Skillet full of Hash Browns Potatoes topped with
Melted American Cheese and Two Eggs, Any Style on top,
served with Toast**\$6.95****No. 9****PHILLY CHEESE OMELETTE**Tender Slices of Provolone, Canadian Bacon, Tomatoes
and Melted Cheese, served with Home Fries or Grits and Toast**\$7.95****No. 10****ITALIAN OMELETTE**Italian Sausage, Peppers, Onions, Mozzarella Cheese
& Marinara Sauce, served with Home Fries or Grits and Toast**\$7.95****Farm Fresh Eggs**

SERVED WITH HOME FRIES OR GRITS AND TOAST & JELLY



ONE EGG, Any Style	3.25
with Ham, Bacon or Sausage	4.65
with Canadian Bacon	5.45
TWO EGGS, Any Style	3.95
with Ham, Bacon or Sausage	5.25
with Canadian Bacon	6.00
CORNED BEEF HASH & EGGS	6.55
N.Y. STEAK (10OZ) & EGGS	11.95

ADD CHEESE .95¢ - EXTRA EGG 1.00 - SLICED TOMATOES .45¢

BAGEL OR ENGLISH MUFFIN INSTEAD OF TOAST .30¢ EXTRA

Omelettes

SERVED WITH HOME FRIES OR GRITS AND TOAST & JELLY

EGG OMELETTE	3.95
EGG OMELETTE	4.95
3 CHEESE OMELETTE	5.15
BACON or SAUSAGE OMELETTE	5.45
with Cheese	5.95
COLI & CHEDDAR OMELETTE	5.85
DEN OMELETTE	5.85
with Broccoli, Mushrooms, Tomatoes & Onions	5.75
TERN OMELETTE	5.75
with Ham, Onions and Green Peppers	6.75
MEXICAN OMELETTE	6.75
Chili & Cheddar Cheese served with Sour Cream	
JALAPEÑO HELL HOLE OMELETTE	6.95
with Onions, Ham, Potatoes, Cheddar & Jalapeño Peppers	
FAJITA OMELETTE	7.15
Chicken, Green Peppers, Onions & Jalapeño Peppers with Monterey Jack Cheese	
ADD CHEESE .95¢ - EXTRA EGG 1.00 - SLICED TOMATOES .45¢	
BAGEL OR ENGLISH MUFFIN INSTEAD OF TOAST .30¢ EXTRA	

**Egg Sandwiches**

FRIED EGG	2.95
with Ham, Bacon or Sausage	4.55
WESTERN	4.25

Toast & Muffins

Butter & Jelly95
MUFFIN	1.05
DO ASSORTED MUFFINS	1.80

Pigs in a BlanketThree Sausage Links rolled in Extra Large Pancakes
\$7.95

PHOTOS ARE FOR SUGGESTIONS ONLY - ACTUAL PLATTERS MAY APPEAR DIFFERENT.

Cereals**COLD CEREAL \$1.25**

With Raisins or Sunflower Seeds

WE FEATURE AN ASSESSMENT OF DRY CEREALS AND MUESLI'S FOR SELECTION

From The Griddle

SERVED WITH BUTTER AND SYRUP

Pancakes or French Toast

BUTTERMILK PANCAKES (3)	
or FRENCH TOAST	4.35
with One Egg	5.45
with Two Eggs	6.35
with Ham, Bacon or Sausage	5.65
with Canadian Bacon	6.25
with Strawberries or Blueberries	6.75
with Two Scoops of Ice Cream	7.25

**Waffles**

MALTED WAFFLE	4.35
with One Egg	5.45
with Two Eggs	6.35
with Ham, Bacon or Sausage	5.65
with Canadian Bacon	6.25
with Strawberries or Blueberries	6.95
with Two Scoops of Ice Cream	7.25

**Breakfast Sides**

HOME FRIES	2.85
CRISPS	1.45
HAM, BACON or SAUSAGE	2.85
CANADIAN BACON	2.95
ADD CHEESE75

Bagel Bin

BAGEL	1.45
with Cream Cheese	2.25

**HOUSE BREAKFAST SPECIAL**
Three Eggs with 2 Strips of Bacon, 2 Sausages & 2 Pancakes
\$7.95**SAUSAGE & GRAVY**
on a Biscuit, Served with Home Fries or Grits
\$5.95
Biscuit & Gravy **\$2.25****Desserts**

ALL CAKES & INDIVIDUAL PASTRIES	5.95
GREEK PASTRIES	4.25
ALL JUMBO COOKIES	2.45
PUDDINGS	2.95

WDC William D. Curtis, Certified Public Accountant
P. O. Box 142073, Fayetteville, GA 30214 **Ph. 678-612-5261**

**Mr. Jimmy Tselios
 Statement of Assets, Liabilities, and Net Worth
 As of October 31, 2004**

Asset	Market Value	Liabilities	Net Worth
City Café 4848 Old National Hwy College Park, GA 30349	\$850,000.00	\$0.00	\$850,000.00
City Café 3423 Winton Place Rochester, NY 14623	\$860,000.00	\$0.00	\$860,000.00
City Café 1936 Piedmont Clr Atlanta, GA 30319	\$750,000.00	\$0.00	\$750,000.00
City Café 1710 Opelika Rd Auburn, AL 36830	\$650,000.00	\$110,000.00	\$540,000.00
Milano's Italian Restaurant 373 Fob James Dr Valley, AL 36854	\$650,000.00	\$0.00	\$650,000.00
Residence 1492 Brentwood Dr. Marietta, GA 30062	\$320,000.00	\$120,000.00	\$200,000.00
1990 560 SCL Mrecedes Benz	\$22,000.00	\$0.00	\$22,000.00
2000 500 SEL Mercedes Benz	\$65,000.00	\$46,000.00	\$20,000.00
Home Furniture/Jewelry	\$150,000.00	\$0.00	\$160,000.00
Note Receivable: Mr. Peter Jeong	\$370,000.00	\$0.00	\$370,000.00
Cash	\$150,000.00	\$0.00	\$150,000.00
Totals	\$4,827,000.00	\$275,000.00	\$4,552,000.00

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PAGE 03

WDC William D. Curtis, Certified Public Accountant
P. O. Box 142073, Fayetteville, GA 30214 **Ph. 678-612-5261**

November 25, 2004

Board of Directors
Rochester Seafood Company
Henrietta, New York

Dear Board of Directors:

I have compiled the income statement for the Rochester Seafood Company for the five month period ended October 31, 2004 in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. All information included in these financial statements is the representation of management.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. I have not audited or reviewed the accompanying financial statement and accordingly, do not express an opinion or any other form of assurance on it.

Management has elected to omit many of the disclosures required by generally accepted accounting principles' including the statement of cash flows. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the company's financial position, results of operations, and cash flows. Accordingly, this financial statement is not designed for those who are not informed about such matters.

Sincerely,



William D. Curtis
Certified Public Accountant

WDC William D. Curtis, Certified Public Accountant

P. O. Box 142073, Fayetteville, GA 30214

Ph. 678-612-5261

November 25, 2004

Board of Directors
Rochester Seafood Company
Henrietta, New York

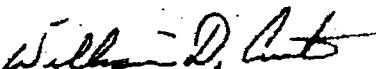
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Sincerely,


William D. Curtis
Certified Public Accountant

WDC William D. Curtis, Certified Public Accountant**P. O. Box 142073, Fayetteville, GA 30214****Ph. 678-612-5261****Rochester Seafood Company****dba/City Café Diner****Income Statement****May thru October 2004**

Sales	\$2,179,135.00	100.0%
less: Cost of Goods Sold	-\$862,937.46	-39.6%
	<hr/>	
Gross Profit Margin		
	\$1,316,197.54	60.4%
Operating Expenses:		
Wages and Salaries	\$505,559.32	23.2%
Utilities	\$50,720.00	2.3%
Depreciation	\$32,716.80	1.5%
Interest Expense	\$68,000.00	3.1%
Business Insurance	\$13,200.00	0.6%
Telephone	\$2,325.00	0.1%
Maintenance and Repairs	\$5,765.02	0.3%
Credit Card Fees	\$18,522.65	0.9%
Linen and Uniforms	\$6,120.00	0.3%
Office Supplies	\$13,074.81	0.6%
Fees and Permits	\$2,179.14	0.1%
Rent	\$32,500.00	1.5%
Hotel and Travel	\$39,300.00	1.8%
Miscellaneous	\$18,002.40	0.8%
	<hr/>	
Total Operating Expenses	\$807,985.13	37.1%
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Gross Profit	\$608,212.41	23.3%
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Provision for Income Taxes	\$50,821.24	2.3%
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Net Income	\$457,391.17	21.0%
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For Management Use Only